

Division of Corporations

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Florida Department of State

Division of Corporations

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Fax Number : (850) 205-0381

From:

Account Name : BERGER SINGERMAN
Account Number : I19990000048
Phone : (954) 525-9900
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FLORIDA PROFIT CORPORATION OR P.A.

RESPONSECORP, INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
RESPONSECORP, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is RESPONSECORP, INC.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

888 SE 3 Avenue
Suite 501
Fort Lauderdale, FL 33316

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

*Prepared By: Robert W. Barron, Esq.
Berger Singerman
350 E. Las Olas Blvd., Suite 1000
Ft. Lauderdale, FL 33301
954-525-9900*

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ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is, 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301 and the name of the initial Registered Agent of the Corporation at that address is Robert W. Barron.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased

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or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
M. Austin Forman	888 SE 3 Avenue Suite 501 Fort Lauderdale, Florida 33316

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Robert W. Barron	350 East Las Olas Boulevard Suite 1000 Fort Lauderdale, Florida 33301

ARTICLE IX
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

19th day of July, 2001


ROBERT W. BARRON, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of RESPONSECORP, INC., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of RESPONSECORP, INC.

Date:

7/19/2001


ROBERT W. BARRON
Initial Registered Agent

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